

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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[] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person *		2. Issuer Name and Ticker or Trading Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)	
Dunnigan Matthew		Restaurant Brands International Inc. [QSR]		<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) CFO	
(Last) (First) (Middle) 130 KING STREET WEST, SUITE 300		3. Date of Earliest Transaction (MM/DD/YYYY) 12/31/2021			
(Street) TORONTO, A6 M5X 1E1		4. If Amendment, Date Original Filed (MM/DD/YYYY)		6. Individual or Joint/Group Filing (Check Applicable Line)	
(City) (State) (Zip)				<input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	12/31/2021		M		2983.8489	A	(1)	48475.7172	D	
Common Shares	12/31/2021		M		5637.9731	A	(1)	54113.6903	D	
Common Shares	12/31/2021		M		2554.5143	A	(1)	56668.2046	D	

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Option (right to buy)	\$42.26							(2)	3/5/2025	Common Shares	30000		30000	D	
Restricted Share Units	(3)	12/31/2021		M		2983.8489		(4)	(4)	Common Shares	2983.8489	\$0.00	0	D	
Option (right to buy)	\$55.55							2/24/2022	2/23/2027	Common Shares	40000		40000	D	
Option (right to buy)	\$56.92							5/5/2022	5/4/2027	Common Shares	40000		40000	D	
Option (right to buy)	\$58.44							2/23/2023	2/22/2028	Common Shares	100000		100000	D	
Restricted Share Units	(3)							(5)	(5)	Common Shares	2212.1142		2212.1142	D	
Restricted Share Units	(3)							(6)	(6)	Common Shares	7156.208		7156.208	D	
Performance Share Units	(7)							2/22/2024	2/22/2024	Common Shares	110095.5082		110095.5082	D	
Option (right to buy)	\$66.31							2/21/2025	2/20/2030	Common Shares	50000		50000	D	
Restricted Share Units	(3)							(8)	(8)	Common Shares	7894.0125		7894.0125	D	
Performance Share Units	(9)							2/21/2025	2/21/2025	Common Shares	53446.259		53446.259	D	
Restricted Share Units	(3)	12/31/2021		M		5637.9731		(10)	(10)	Common Shares	5637.9731	\$0.00	11275.9461	D	
Restricted Share Units	(3)	12/31/2021		M		2554.5143		(11)	(11)	Common Shares	2554.5143	\$0.00	7661.4929	D	
Performance Share Units	(12)							2/19/2024	2/19/2024	Common Shares	34340.3814		34340.3814	D	

Explanation of Responses:

(1) Represents the vesting of the Reporting Person's restricted stock units, which will settle shortly thereafter. Any shares that are withheld or sold to satisfy tax

obligations will be reported separately in connection with the settlement.

- (2) These options are immediately exercisable.
- (3) Each restricted share unit represents a contingent right to receive one common share.
- (4) These restricted share units vest on December 31, 2021.
- (5) These restricted share units vest on December 31, 2022.
- (6) These restricted share units vest on December 31, 2023.
- (7) The shares reported represent an award of performance based restricted share units ("2019 PBRsUs") granted to the Reporting Person. The 2019 PBRsUs will have a performance period ending December 31, 2021 and to the extent earned will vest on February 21, 2024, which is the fifth anniversary of the grant date. The number of common shares that will be earned at the end of the performance period is subject to decrease based on the results of the performance condition.
- (8) These restricted share units vest on December 31, 2024.
- (9) The shares reported represent an award of performance based restricted share units ("2020 PBRsUs") granted to the Reporting Person. The 2020 PBRsUs will have a performance period ending December 31, 2021 and to the extent earned will vest on February 21, 2025, which is the fifth anniversary of the grant date. The number of common shares that will be earned at the end of the performance period is subject to decrease based on the results of the performance condition.
- (10) These restricted share units vest in equal installments on December 31, 2021, December 31, 2022 and December 31, 2023.
- (11) These restricted share units vest in equal installments on December 31, 2021, December 31, 2022, December 31, 2023 and December 31, 2024.
- (12) The shares reported represent an award of performance based restricted share units ("2021 PBRsUs") granted to the Reporting Person. The 2021 PBRsUs will have a performance period beginning January 1, 2021 and ending December 31, 2023 and to the extent earned will vest on February 19, 2024. The number of common shares that will be earned at the end of the performance period is subject to increase or decrease based on the results of the performance condition.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Dunnigan Matthew 130 KING STREET WEST SUITE 300 TORONTO, A6 M5X 1E1			CFO	

Signatures

/s/ Michele Keusch, as Attorney-in-Fact for Matthew Dunnigan

1/4/2022

**Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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